

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>HEINEMANN ROBERT</u>  (Last) (First) (Middle) <u>C/O BERRY PETROLEUM COMPANY</u> <u>1999 BROADWAY, SUITE 3700</u>  (Street) <u>DENVER</u> <u>CO</u> <u>80202</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PETROLEUM CO [ BRY ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2013</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <div>President and CEO</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/16/2013		D		306,053 <sup>(3)</sup>	D	\$0	0	D	
Class A Common Stock	12/16/2013		D		15,417 <sup>(3)</sup>	D	\$0	0	I	Held in 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	\$0	12/16/2013		A		5 <sup>(1)</sup>		08/08/1988	08/08/1988	Class A Common Stock	3,241	\$47.25	3,246	D	
Perf Based RSU 3-2-2011	\$0	12/16/2013		M		10,825 <sup>(2)</sup>		12/31/2013	03/02/2021	Class A Common Stock	25,257	\$0	14,432	D	
Perf Based RSUs 3-2-12	\$0	12/16/2013		M		9,902 <sup>(2)</sup>		12/31/2014	03/02/2022	Class A Common Stock	23,104	\$0	13,202	D	
2007 Restricted Stock Unit	\$0	12/16/2013		D		17,886 <sup>(4)</sup>		12/14/2008	12/13/2017	Class A Common Stock	17,886	\$0	0	D	
2008 Restricted Stock Units	\$0	12/16/2013		D		138,667 <sup>(4)</sup>		12/12/2009	12/11/2018	Class A Common Stock	138,667	\$0	0	D	
2009 Restricted Stock Units	\$0	12/16/2013		D		97,034 <sup>(4)</sup>		12/11/2010	12/11/2019	Class A Common Stock	97,034	\$0	0	D	
March 2, 2012 Employee RSU Grant	\$0	12/16/2013		D		19,805 <sup>(4)</sup>		03/02/2013	03/02/2022	Class A Common Stock	19,805	\$0	0	D	
March 2011 Employee RSU Grant	\$0	12/16/2013		D		14,433 <sup>(4)</sup>		03/02/2012	03/02/2021	Class A Common Stock	14,433	\$0	0	D	
March 4, 2013 Employee RSU Grant	\$0	12/16/2013		D		60,804 <sup>(4)</sup>		03/04/2014	03/04/2023	Class A Common Stock	60,804	\$0	0	D	
Non Statutory Stock Option 3-2-12	\$53.02	12/16/2013		D		31,167 <sup>(5)</sup>		03/02/2013	03/02/2022	Class A Common Stock	31,167	\$0	0	D	
Non-Statutory Stock Option 3-2-2011 - \$48.50	\$48.5	12/16/2013		D		33,129 <sup>(5)</sup>		03/02/2012	03/02/2021	Class A Common Stock	33,129	\$0	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Nonstatutory Stock Option 11-23-04	\$21.58	12/16/2013		D			100,000	11/23/2005	11/23/2014	Class A Common Stock	100,000	\$0	0	D	
Nonstatutory Stock Option 12-15-05	\$30.645	12/16/2013		D			150,000 <sup>(5)</sup>	12/15/2006	12/15/2015	Class A Common Stock	150,000	\$0	0	D	
Nonstatutory Stock Option 12-15-06	\$32.565	12/16/2013		D			175,000 <sup>(5)</sup>	12/15/2007	12/14/2016	Class A Common Stock	175,000	\$0	0	D	
NSO 2007	\$43.61	12/16/2013		D			89,470 <sup>(5)</sup>	12/14/2008	12/13/2017	Class A Common Stock	89,470	\$0	0	D	
Perf Based RSU 3-2-2011	\$0	12/16/2013		D			14,432 <sup>(6)</sup>	12/31/2013	03/02/2021	Class A Common Stock	25,257	\$0	0	D	
Perf Based RSUs 3-2-12	\$0	12/16/2013		D			13,202 <sup>(6)</sup>	12/31/2014	03/02/2022	Class A Common Stock	23,104	\$0	0	D	
Phantom Stock Units	\$0	12/16/2013		D			3,246 <sup>(7)</sup>	08/08/1988	08/08/1988	Class A Common Stock	3,241	\$0	0	D	

Explanation of Responses:

- Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- Performance Shares in excess of Target cancelled under the terms of Merger Agreement with Linn Energy at close.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each share of Berry Common Stock was exchanged for 1.68 shares of LinnCo common shares.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each RSU was exchanged for 1.68 shares of LinnCo common shares.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each option to purchase Berry shares was exchanged for 1.682115 options to purchase LINN Units on the same terms and conditions as were applicable to Berry shares prior to the Merger.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger Agreement each Performance RSU was exchanged at target quantities for 1.68 shares of LinnCo Common stock.
- Disposed of pursuant to the merger (the "Merger") of Berry Petroleum Company ("Berry") with LinnCo, LLC ("LinnCo") in a stock-for-stock merger, which was completed on December 16, 2013. Following the transaction Berry is an indirect wholly-owned subsidiary of Linn Energy, LLC. Pursuant to the Merger agreement each Phantom Stock Unit was exchanged for 1.68 shares of LinnCo common shares.

[Kenneth A Olson under POA for](#)  
[Robert Heinemann](#)

12/20/2013

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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